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Counsel for USACM Liquidating Trust

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re:  
USA COMMERCIAL MORTGAGE COMPANY,  
  
Debtor.

In re:  
USA CAPITAL REALTY ADVISORS, LLC,  
  
Debtor.

In re:  
USA CAPITAL DIVERSIFIED TRUST DEED  
FUND, LLC,  
  
Debtor.

In re:  
USA CAPITAL FIRST TRUST DEED FUND, LLC,  
  
Debtor.

In re:  
USA SECURITIES, LLC,  
  
Debtor.

Affects:  
☐ All Debtors  
☒ USA Commercial Mortgage Company  
☐ USA Capital Realty Advisors, LLC  
☒ USA Capital Diversified Trust Deed Fund, LLC  
☐ USA Capital First Trust Deed Fund, LLC  
☐ USA Securities, LLC

Case Nos.:  
BK-S-06-10725-LBR  
BK-S-06-10726-LBR  
BK-S-06-10727-LBR  
BK-S-06-10728-LBR  
BK-S-06-10729-LBR

JOINTLY ADMINISTERED  
Chapter 11 Cases Under  
Case No. BK-S-06-10725-LBR

Judge Linda B. Riegler

**NOTICE OF ENTRY OF ORDER  
GRANTING MOTION FOR  
APPROVAL OF SETTLEMENT  
PURSUANT TO RULE 9019 OF  
THE FEDERAL RULES OF  
BANKRUPTCY PROCEDURE**

**PLEASE TAKE NOTICE** that an Order Granting Motion for Approval of Settlement Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure (DE #8176) was entered on September 21, 2010, a true and correct copy of which is attached hereto as Exhibit "A."

1 DATED: September 21, 2010.

2 **DIAMOND MCCARTHY LLP**

3 By: /s/ Eric D. Madden  
4 Allan B. Diamond, TX 05801800 (pro hac vice)  
5 Eric D. Madden, TX 24013079 (pro hac vice)  
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*Counsel for USACM Liquidating Trust*

**CERTIFICATE OF SERVICE**

I hereby certify that on the 21st day of September, 2010, I caused to be served a true and correct copy of the foregoing **NOTICE OF ENTRY OF ORDER APPROVING SETTLEMENT PURSUANT TO RULE 9019 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE** by electronic transmission to the USACM Post-Confirmation Service List Dated March 31, 2009, and by electronic transmission and United States Mail to counsel for Defendant, Tim O'Reilly, O'Reilly Law Group, LLC, 325 South Maryland Parkway, Las Vegas, NV 89101-5300, [tor@oreillylawgroup.com](mailto:tor@oreillylawgroup.com), and Steven J. Katzman, Bienert, Miller & Katzman, P.C., 903 Calle Amancecer, San Clemente, California 92673, [skatzman@bmkattorneys.com](mailto:skatzman@bmkattorneys.com).

/s/ Catherine A. Burrow  
Catherine A. Burrow  
Senior Paralegal  
Diamond McCarthy LLP

## EXHIBIT A



Entered on Docket  
September 21, 2010

Hon. Linda B. Riegler  
United States Bankruptcy Judge

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re:  
USA COMMERCIAL MORTGAGE COMPANY,  
  
Debtor.

Case Nos.:  
BK-S-06-10725-LBR  
BK-S-06-10726-LBR  
BK-S-06-10727-LBR  
BK-S-06-10728-LBR  
BK-S-06-10729-LBR

In re:  
USA CAPITAL REALTY ADVISORS, LLC,  
  
Debtor.

In re:  
USA CAPITAL DIVERSIFIED TRUST DEED  
FUND, LLC,  
  
Debtor.

JOINTLY ADMINISTERED  
Chapter 11 Cases Under  
Case No. BK-S-06-10725-LBR

In re:  
USA CAPITAL FIRST TRUST DEED FUND, LLC,  
  
Debtor.

Judge Linda B. Riegler

In re:  
USA SECURITIES, LLC,  
  
Debtor.

Affects:  
☐ All Debtors  
☒ USA Commercial Mortgage Company  
☐ USA Capital Realty Advisors, LLC  
☒ USA Capital Diversified Trust Deed Fund, LLC  
☐ USA Capital First Trust Deed Fund, LLC  
☐ USA Securities, LLC

**ORDER GRANTING  
MOTION FOR APPROVAL OF  
SETTLEMENT PURSUANT TO  
RULE 9019 OF THE FEDERAL  
RULES OF BANKRUPTCY  
PROCEDURE**

Upon consideration of the Motion for Approval of Settlement Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure (the "Motion"), filed by the USACM Liquidating Trust (the "USACM Trust") and USA Capital Diversified Trust Deed Fund, LLC ("DTDF"), seeking approval, pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure, of the

1 Settlement Agreement, Mutual Release, and Covenants (the “Proposed Settlement Agreement”)  
2 between the DTDF, on the one hand, and Stanley E. Fulton (“Fulton”), on the other hand; the  
3 other papers and pleadings filed in these jointly administered bankruptcy cases and their related  
4 proceedings; and the arguments of counsel; the Court hereby finds and concludes that:

5 1. Notice of the Motion was properly served on all creditors and parties-in-interest in  
6 the above-referenced bankruptcy cases under applicable law and procedure, including the  
7 Federal Rules of Bankruptcy Procedure and the local rules.

8 2. This Court has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 1334 and  
9 157(a), and this Motion presents a “core proceeding” under 28 U.S.C. § 157(b).

10 3. The terms of the Proposed Settlement Agreement were negotiated at arms-length  
11 and in good faith by DTDF, the USACM Trust, and Fulton.

12 4. The terms of the Proposed Settlement Agreement: (a) are fair and equitable to the  
13 USACM Trust and DTDF; (b) are in the best interests of the USACM Trust, DTDF, and their  
14 respective creditors and beneficiaries; and (c) meet the requirements for court approval under  
15 Rule 9019 of the Federal Rules of Bankruptcy Procedure.

16 5. The Motion should be granted, the Proposed Settlement should be approved, and  
17 the following order should be entered.

18 ACCORDINGLY, IT IS HEREBY:

19 ORDERED that the Motion is granted; and it is further

20 ORDERED that the Proposed Settlement Agreement is authorized and approved pursuant  
21 to Rule 9019 of the Federal Rules of Bankruptcy Procedure; and it is further

22 ORDERED that Geoffrey L. Berman and Michael A. Tucker, in their capacities as the  
23 respective representatives of the USACM Trust and DTDF, are authorized to execute, deliver,  
24 implement, and fully perform any and all obligations, instruments, documents and papers and to  
25 take any and all actions reasonably necessary to consummate the Proposed Settlement  
26 Agreement and perform any and all obligations contemplated therein on behalf of the USACM  
Trust and DTDF; and it is further

1           ORDERED that this Order shall be subject to a fourteen-day appeal period under the  
2 recently amended Federal Rule of Bankruptcy Procedure 8002 (the “Appeal Period”); and it is  
3 further

4           ORDERED that this Court shall retain jurisdiction over issues related to this Motion only,  
5 as, pursuant to the terms of the Proposed Settlement Agreement, the district court will retain  
6 jurisdiction over its enforcement.

7  
8 PREPARED AND SUBMITTED BY:

9 DIAMOND MCCARTHY LLP

10 By: /s/ Eric D. Madden

11 Allan B. Diamond, TX 05801800 (pro hac vice)

12 Eric D. Madden, TX 24013079 (pro hac vice)

13 Michael J. Yoder, TX 24056572 (pro hac vice)

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18 Special Litigation Counsel for

19 USACM Liquidating Trust and

20 USA Capital Diversified Trust Deed Fund, LLC  
21  
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CERTIFICATION PURSUANT TO LOCAL RULE 9021

In accordance with LR 9021, counsel submitting this document certifies as follows  
(check one):

☐ The Court has waived the requirement of approval under LR 9021

☐ No parties appeared or filed written objections, and there is no trustee appointed in the case.

☒ I have delivered a copy of this proposed order to all counsel who appeared at the hearing, any unrepresented parties who appeared at the hearing, and any trustee appointed in this case, and each has approved or disapproved the order, or failed to respond, as indicated below [list each party and whether the party has approved, disapproved, or failed to respond to the document.]

Timothy R. O'Reilly      Approved

DATED: August 26, 2010

/s/ Eric D. Madden  
Eric D. Madden

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